

**UNITED STATES DISTRICT COURT
DISTRICT OF MAINE**

**Kimberly Sylvester, Lisa Steinbeiser-Maurer, Carolee
Lindsey, Roger Cromwell, Jennifer Byrd, Janice
Bayne, Robin Mitchum and Gladys Hall, as
Personal Representative of the Estate of David Hall,
on behalf of themselves and all other persons similarly
situated,**

Plaintiffs,

v.

**CIGNA Corporation d/b/a CIGNA Healthcare,
CIGNA Holdings, Inc., Connecticut General
Corporation, CIGNA Health Corporation,
Healthsource, Inc., Healthsource Management, Inc.,
CIGNA Insurance Group, Inc., f/k/a Healthsource
Insurance Group, Inc., Healthsource Corporate
Services, Inc., Healthsource Employer Services, Inc.,
Healthsource South, Inc., Employee Benefit Plan
Administration, Inc., Kilmoylar Corporation, CIGNA
HealthCare of Maine, Inc., CIGNA HealthCare
Preferred of Maine, Inc., Healthsource Maine
Management, Inc., CIGNA HealthCare of New
Hampshire, Inc., CIGNA HealthCare Preferred of
New Hampshire, Inc., CIGNA HealthCare of South
Carolina, Inc., CIGNA Insurance Services Company,
Physicians' Health Systems, Inc., Provident Health
Care Plan, Inc. of South Carolina, CIGNA
HealthCare of Indiana, Inc., Healthsource Indiana,
Inc., CIGNA Indiana Insurance Company, CIGNA
HealthCare of Connecticut, Inc., Healthsource
Connecticut Preferred, Inc., Healthsource
Connecticut Ventures, Inc., CIGNA HealthCare of
New York, Inc., CIGNA HealthCare Preferred of
New York, Inc., Healthsource Syracuse, Inc.,
Healthsource Metropolitan New York Holding
Company, Inc., CIGNA HealthCare of Ohio, Inc.,
CIGNA HealthCare Preferred of Ohio, Inc.,
Healthsource Ohio Ventures, Inc., CIGNA
HealthCare of Kentucky, Inc., Healthsource
Kentucky Ventures, Inc., Healthsource Kentucky
Preferred, Inc., CIGNA HealthCare of Texas, Inc.,
Healthsource North Texas, Inc., CIGNA HealthCare
of Arkansas, Inc., CIGNA HealthCare Preferred of**

**Civil Action No.
03-CV-176-P-S**

Arkansas, Inc., Healthsource Arkansas Ventures,)
Inc., Spradley & Coker, Inc., CIGNA HealthCare of)
Georgia, Inc., Healthsource Georgia Preferred, Inc.,)
CIGNA HealthCare of North Carolina, Inc.,)
Provident Health Care Plan, Inc. of North Carolina,)
CIGNA HealthCare of North Carolina)
Administrators, Inc., Healthsource Health Plans, Inc.,)
CIGNA HealthCare of Massachusetts, Inc.,)
Healthsource Florida, Inc., CIGNA HealthCare of)
Tennessee, Inc., CIGNA HealthCare Preferred of)
Tennessee, Inc., Healthsource Insurance Company,)
Healthsource Provident Administrators, Inc.,)
Provident Health Plans, Inc., Provident Health Care)
Plan, Inc. of Tennessee and Healthsource Rhode)
Island, Inc.,)
)
Defendants.)

**ORDER APPROVING REVISED SETTLEMENT &
FINAL ORDER OF DISMISSAL WITH PREJUDICE AND JUDGMENT**

Before the Court is Plaintiffs' Motion for Final Approval of Revised Settlement and for Class Certification (Docket # 116) and Class Counsel's Revised Application for Award of Attorneys' Fees and Expenses (Docket # 117). These motions seek final approval of the Revised Settlement Agreement dated August 12, 2005 (the "Revised Settlement Agreement"). On November 21, 2005, the Court held a final fairness hearing regarding these motions. Prior to the hearing, the Court received no written objections to the proposed settlement and no objectors appeared at the hearing. As explained herein, the Court now GRANTS both Plaintiff's Motion for Final Approval and Class Counsel's Revised Application for Award of Attorneys' Fees.

With due and adequate notice having been given to the Class Members as required in the Court's August 23, 2005 Order Preliminarily Approving the Revised Settlement, and the Court having considered all papers filed and proceedings had herein and having otherwise been fully

informed in the premises and good cause appearing therefore, IT IS HEREBY ORDERED, ADJUDGED AND DECREED that:

1. This Judgment incorporates by reference the definitions in the Revised Settlement Agreement, and all terms used herein shall have the same meanings as set forth in the Revised Settlement Agreement.

2. This Court has jurisdiction over the subject matter of the Class Action Litigation and over all parties to the Class Action Litigation, including all members of the Class.

3. Pursuant to Rule 23 of the Federal Rules of Civil Procedure, this Court has previously certified the Class for purposes of settlement. The Class is defined as:

All Health Plan Members who, at any time between January 1, 1986 and December 31, 1997, made payments to medical product or service providers under a percentage coinsurance plan, where an agreement existed between any of the Defendants and the provider to accept a Discounted Fee and where that Defendant did not use that Discounted Fee in calculating the Health Plan Member's coinsurance payment as required by the Health Plan (the "Class"). The Class does not include: (1) Health Plan Members whose claims have already been resolved in the Court-approved class action settlements in *Lecza v. Healthsource, Inc. et al.*, Civil Action No. C-95-382-JRM, U.S. District Court, District of New Hampshire or *Garvin v. CIGNA Healthsource of South Carolina, Inc.*, Civil Action No. 94-CP-40-3472, South Carolina Court of Common Pleas, Richland County; and (2) those individuals who hold or have held any executive position at Healthsource, and their immediate families.

Pursuant to Rule 23(e) of the Federal Rules of Civil Procedure, this Court hereby approves the settlement set forth in the Revised Settlement Agreement and finds that said Revised Settlement Agreement is, in all respects, fair, reasonable, and adequate. In reaching this conclusion, the Court has considered all of the same factors that it duly considered in its previous Order analyzing an earlier proposed settlement of this action. See *Sylvester v. CIGNA Corp.*, 369 F. Supp. 2d 34, 44-45 (D. Me. 2005).

4. Except as to any individual claim by those Persons identified in Exhibit 1 attached hereto who have validly and timely requested exclusion from the Class, the Class

Action Litigation and all claims contained therein, including all claims which could have been contained therein, as well as all of the Settled Claims, are DISMISSED WITH PREJUDICE as to the Class Representatives and the Class Members, and as against the Defendants. The parties shall bear their own costs, except as otherwise provided herein or in the Revised Settlement Agreement.

5. The Court finds that the Revised Settlement Agreement, and settlement contained therein, is fair, reasonable and adequate as to each of the Parties and to all Class Members, and that the Revised Settlement Agreement, and settlement contained therein, is hereby finally approved in all respects, and the Parties are hereby directed to perform its terms. Payments to Class Members (other than Class Representative awards discussed below) are hereby ORDERED to be made in the amounts, time and manner set forth in the Revised Settlement Agreement and the Notice and Settlement Distribution Plan attached thereto.

6. Upon the Effective Date of the Revised Settlement Agreement, the Class Representatives and each of the Class Members who are not listed in Exhibit 1 attached hereto shall be deemed to have, and by operation of the Judgment shall have, fully, finally and forever released, relinquished and discharged all Settled Claims against the Defendants.

7. All Members of the Class who are not listed on Exhibit 1 hereto are hereby forever barred and enjoined from prosecuting the Settled Claims against the Defendants.

8. The Notice given to the Class Members provided the best notice practicable in the circumstances regarding the proposed settlement set forth in the Revised Settlement Agreement, to all Persons entitled to such Notice, and said Notice fully satisfied the requirements of Rule 23 of the Federal Rules of Civil Procedure and the requirements of due process.

9. Based upon the duration of this litigation and the Class Representatives' participation, the Court finds the compensation requested by the Class Representatives, Kimberly Sylvester, Lisa Steinbeiser-Maurer, Carolee Lindsey, Roger Cromwell, Jennifer Byrd, Janice Bayne, Robin Mitchum, and Gladys Hall as Personal Representative of the Estate of David Hall, is reasonable and they are awarded \$5,000 each as compensation for being Class Representatives.

10. In addressing Class Counsels' application for an award of attorneys' fees and costs, the Court has considered the affidavit of Class Counsel, and other submissions regarding that request. The Court has carefully considered the relevant factors in determining the reasonableness of the fee which includes the following: (1) the time and labor required, the novelty and difficulty of the questions involved and the skill requisite to properly perform the legal services; (2) the likelihood that acceptance of the particular employment will preclude other employment by the lawyers or their law firms; (3) the fee customarily charged for similar legal services; (4) the amount involved and the results obtained; (5) the time limitations imposed by the client or by the circumstances; (6) the nature and length of the professional relationship with the client; (7) the experience, reputation and ability of the lawyer or lawyers performing the services; and (8) whether the fee is fixed or contingent.

Based upon the foregoing factors, Class Counsel are hereby awarded an attorneys' fee of 33 1/3% (thirty-three and one-third percent) of the \$2.3 million recovery, in the amount of \$766,666.00. Class Counsel also shall be reimbursed their out-of-pocket expenses in the amount of \$256,516.00. Such fees and expenses are to be paid by the Settlement Administrator from the Settlement Fund within fourteen (14) days of Final Approval as defined in the Settlement Agreement. Lead counsel Gregory P. Hansel and T. English McCutchen, in their sole discretion, shall allocate and distribute this award of attorneys' fees and expenses among

counsel for the Class. Any such allocation and/or distribution by Lead Counsel shall in no way disturb this Final Judgment.

11. The Settlement Administrator, Tilghman & Co., P.C., shall be paid from the Settlement Fund its actual fee, including expenses, not to exceed a total of \$140,000.

12. Neither the Revised Settlement Agreement nor the settlement contained therein, nor any act performed or document executed pursuant to or in furtherance of the Revised Settlement Agreement or the settlement: (i) is or may be deemed to be or may be used as an admission of, or evidence of, the validity of any Settled Claim, or of any wrongdoing or liability of Defendants or any of them, or (ii) is or may be deemed to be or may be used as an admission of, or evidence of, any fault or omission of Defendants or any of them in any civil, criminal or administrative proceeding in any court, administrative agency or other tribunal. Defendants may file the Revised Settlement Agreement and/or the Judgment from this action in any other action that may be brought against it arising out of the claims asserted or which could have been asserted in this action in order to support a defense or counterclaim based on any applicable principles of res judicata, collateral estoppel, release, good faith settlement, judgment bar or reduction or any theory of claim preclusion or issue preclusion or similar defense or counterclaim.

13. Without affecting the finality of this Judgment in any way, this Court hereby retains continuing jurisdiction over implementation of this Revised Settlement Agreement and all parties hereto for the purpose of construing, enforcing and administering the terms of the Revised Settlement Agreement.

SO ORDERED.

Dated this 21st day of November, 2005.

/s/ George Z. Singal
Chief United States District Court Judge

KIMBERLY SYLVESTER

*on behalf of themselves and all other
persons similarly situated*

represented by **GREGORY PAUL HANSEL**

PRETI, FLAHERTY, BELIVEAU,
PACHIOS & HALEY, LLC

PO BOX 9546

PORTLAND, ME 04112-9546

791-3000

L. SUSAN FOXWORTH

MCCUTCHEN BLANTON

JOHNSON & BARNETTE

1414 LADY STREET

P.O. DRAWER 11209

COLUMBIA, SC 29211-1209

803-799-9791

RANDALL B. WEILL

PRETI, FLAHERTY, BELIVEAU,
PACHIOS & HALEY, LLC

PO BOX 9546

PORTLAND, ME 04112-9546

791-3000

ROBERT O. NEWTON

PRETI, FLAHERTY, BELIVEAU,
PACHIOS & HALEY, LLC

PO BOX 9546

PORTLAND, ME 04112-9546

791-3000

T. ENGLISH MCCUTCHEN

MCCUTCHEN BLANTON

JOHNSON & BARNETTE

1414 LADY STREET

P.O. DRAWER 11209

COLUMBIA, SC 29211-1209

803-799-9791

Fax: 803-253-6084

W. JONES ANDREWS, JR

LAW OFFICE OF W. JONES
ANDREWS, JR.

900 ELMWOOD AVENUE, SUITE
103

COLUMBIA, SC 29201

803-256-0778

WILLIAM E HOPKINS, JR

MCCUTCHEN BLANTON

JOHNSON & BARNETTE

1414 LADY STREET

P.O. DRAWER 11209
COLUMBIA, SC 29211-1209
803-799-9791
Fax: 803-253-6084

**WILLIAM CHARLES
MOORHOUSE**
PRETI, FLAHERTY, BELIVEAU,
PACHIOS & HALEY, LLC
PO BOX 9546
PORTLAND, ME 04112-9546
791-3000

Plaintiff

LISA STEINBEISER-MAURER
*on behalf of themselves and all other
persons similarly situated*

represented by **GREGORY PAUL HANSEL**
(See above for address)
LEAD ATTORNEY
ATTORNEY TO BE NOTICED

L. SUSAN FOXWORTH
(See above for address)
ATTORNEY TO BE NOTICED

RANDALL B. WEILL
(See above for address)
ATTORNEY TO BE NOTICED

ROBERT O. NEWTON
(See above for address)
ATTORNEY TO BE NOTICED

T. ENGLISH MCCUTCHEN
(See above for address)
ATTORNEY TO BE NOTICED

W. JONES ANDREWS, JR
(See above for address)
ATTORNEY TO BE NOTICED

WILLIAM E HOPKINS, JR
(See above for address)
ATTORNEY TO BE NOTICED

**WILLIAM CHARLES
MOORHOUSE**
(See above for address)

ATTORNEY TO BE NOTICED

Plaintiff

CAROLEE LINDSEY

represented by **GREGORY PAUL HANSEL**

(See above for address)

LEAD ATTORNEY

ATTORNEY TO BE NOTICED

L. SUSAN FOXWORTH

(See above for address)

ATTORNEY TO BE NOTICED

RANDALL B. WEILL

(See above for address)

ATTORNEY TO BE NOTICED

ROBERT O. NEWTON

(See above for address)

ATTORNEY TO BE NOTICED

T. ENGLISH MCCUTCHEN

(See above for address)

ATTORNEY TO BE NOTICED

W. JONES ANDREWS, JR

(See above for address)

ATTORNEY TO BE NOTICED

WILLIAM E HOPKINS, JR

(See above for address)

ATTORNEY TO BE NOTICED

WILLIAM CHARLES

MOORHOUSE

(See above for address)

ATTORNEY TO BE NOTICED

Plaintiff

MARY ELLEN COREY

TERMINATED: 03/10/2004

represented by **GREGORY PAUL HANSEL**

(See above for address)

LEAD ATTORNEY

ATTORNEY TO BE NOTICED

L. SUSAN FOXWORTH

(See above for address)

LEAD ATTORNEY
ATTORNEY TO BE NOTICED

RANDALL B. WEILL
(See above for address)
LEAD ATTORNEY
ATTORNEY TO BE NOTICED

ROBERT O. NEWTON
(See above for address)
LEAD ATTORNEY
ATTORNEY TO BE NOTICED

T. ENGLISH MCCUTCHEN
(See above for address)
LEAD ATTORNEY
ATTORNEY TO BE NOTICED

W. JONES ANDREWS, JR
(See above for address)
LEAD ATTORNEY
ATTORNEY TO BE NOTICED

WILLIAM E HOPKINS, JR
(See above for address)
LEAD ATTORNEY
ATTORNEY TO BE NOTICED

**WILLIAM CHARLES
MOORHOUSE**
(See above for address)
LEAD ATTORNEY
ATTORNEY TO BE NOTICED

Plaintiff

JEAN SMALL

represented by **GREGORY PAUL HANSEL**
(See above for address)
LEAD ATTORNEY
ATTORNEY TO BE NOTICED

L. SUSAN FOXWORTH
(See above for address)
LEAD ATTORNEY
ATTORNEY TO BE NOTICED

RANDALL B. WEILL

(See above for address)
LEAD ATTORNEY
ATTORNEY TO BE NOTICED

ROBERT O. NEWTON
(See above for address)
LEAD ATTORNEY
ATTORNEY TO BE NOTICED

T. ENGLISH MCCUTCHEN
(See above for address)
LEAD ATTORNEY
ATTORNEY TO BE NOTICED

W. JONES ANDREWS, JR
(See above for address)
LEAD ATTORNEY
ATTORNEY TO BE NOTICED

WILLIAM E HOPKINS, JR
(See above for address)
LEAD ATTORNEY
ATTORNEY TO BE NOTICED

**WILLIAM CHARLES
MOORHOUSE**
(See above for address)
LEAD ATTORNEY
ATTORNEY TO BE NOTICED

Plaintiff

WILLIAM R TAYLOR

represented by **GREGORY PAUL HANSEL**
(See above for address)
LEAD ATTORNEY
ATTORNEY TO BE NOTICED

L. SUSAN FOXWORTH
(See above for address)
LEAD ATTORNEY
ATTORNEY TO BE NOTICED

RANDALL B. WEILL
(See above for address)
LEAD ATTORNEY
ATTORNEY TO BE NOTICED

ROBERT O. NEWTON
(See above for address)
LEAD ATTORNEY
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(See above for address)
LEAD ATTORNEY
ATTORNEY TO BE NOTICED

W. JONES ANDREWS, JR
(See above for address)
LEAD ATTORNEY
ATTORNEY TO BE NOTICED

WILLIAM E HOPKINS, JR
(See above for address)
LEAD ATTORNEY
ATTORNEY TO BE NOTICED

**WILLIAM CHARLES
MOORHOUSE**
(See above for address)
LEAD ATTORNEY
ATTORNEY TO BE NOTICED

Plaintiff

WAYLON OSWALD

represented by **GREGORY PAUL HANSEL**
(See above for address)
LEAD ATTORNEY
ATTORNEY TO BE NOTICED

L. SUSAN FOXWORTH
(See above for address)
LEAD ATTORNEY
ATTORNEY TO BE NOTICED

RANDALL B. WEILL
(See above for address)
LEAD ATTORNEY
ATTORNEY TO BE NOTICED

ROBERT O. NEWTON
(See above for address)
LEAD ATTORNEY
ATTORNEY TO BE NOTICED

T. ENGLISH MCCUTCHEN
(See above for address)
LEAD ATTORNEY
ATTORNEY TO BE NOTICED

W. JONES ANDREWS, JR
(See above for address)
LEAD ATTORNEY
ATTORNEY TO BE NOTICED

WILLIAM E HOPKINS, JR
(See above for address)
LEAD ATTORNEY
ATTORNEY TO BE NOTICED

**WILLIAM CHARLES
MOORHOUSE**
(See above for address)
LEAD ATTORNEY
ATTORNEY TO BE NOTICED

Plaintiff

GENE RAULERSON

represented by **GREGORY PAUL HANSEL**
(See above for address)
LEAD ATTORNEY
ATTORNEY TO BE NOTICED

L. SUSAN FOXWORTH
(See above for address)
LEAD ATTORNEY
ATTORNEY TO BE NOTICED

RANDALL B. WEILL
(See above for address)
LEAD ATTORNEY
ATTORNEY TO BE NOTICED

ROBERT O. NEWTON
(See above for address)
LEAD ATTORNEY
ATTORNEY TO BE NOTICED

T. ENGLISH MCCUTCHEN
(See above for address)
LEAD ATTORNEY

ATTORNEY TO BE NOTICED

W. JONES ANDREWS, JR

(See above for address)

LEAD ATTORNEY

ATTORNEY TO BE NOTICED

WILLIAM E HOPKINS, JR

(See above for address)

LEAD ATTORNEY

ATTORNEY TO BE NOTICED

WILLIAM CHARLES

MOORHOUSE

(See above for address)

LEAD ATTORNEY

ATTORNEY TO BE NOTICED

Plaintiff

GLADYS HALL

*As Personal Representative Of The
Estate Of David Hall*

represented by **GREGORY PAUL HANSEL**

(See above for address)

LEAD ATTORNEY

ATTORNEY TO BE NOTICED

L. SUSAN FOXWORTH

(See above for address)

LEAD ATTORNEY

ATTORNEY TO BE NOTICED

RANDALL B. WEILL

(See above for address)

ATTORNEY TO BE NOTICED

ROBERT O. NEWTON

(See above for address)

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T. ENGLISH MCCUTCHEN

(See above for address)

ATTORNEY TO BE NOTICED

W. JONES ANDREWS, JR

(See above for address)

ATTORNEY TO BE NOTICED

WILLIAM E HOPKINS, JR

(See above for address)
ATTORNEY TO BE NOTICED

**WILLIAM CHARLES
MOORHOUSE**
(See above for address)
ATTORNEY TO BE NOTICED

Plaintiff

ROBIN MITCHUM

represented by **GREGORY PAUL HANSEL**
(See above for address)
LEAD ATTORNEY
ATTORNEY TO BE NOTICED

L. SUSAN FOXWORTH
(See above for address)
LEAD ATTORNEY
ATTORNEY TO BE NOTICED

RANDALL B. WEILL
(See above for address)
ATTORNEY TO BE NOTICED

ROBERT O. NEWTON
(See above for address)
ATTORNEY TO BE NOTICED

T. ENGLISH MCCUTCHEN
(See above for address)
ATTORNEY TO BE NOTICED

W. JONES ANDREWS, JR
(See above for address)
ATTORNEY TO BE NOTICED

WILLIAM E HOPKINS, JR
(See above for address)
ATTORNEY TO BE NOTICED

**WILLIAM CHARLES
MOORHOUSE**
(See above for address)
ATTORNEY TO BE NOTICED

Plaintiff

JANICE BAYNE

represented by **GREGORY PAUL HANSEL**

(See above for address)

LEAD ATTORNEY

ATTORNEY TO BE NOTICED

L. SUSAN FOXWORTH

(See above for address)

LEAD ATTORNEY

ATTORNEY TO BE NOTICED

RANDALL B. WEILL

(See above for address)

ATTORNEY TO BE NOTICED

ROBERT O. NEWTON

(See above for address)

ATTORNEY TO BE NOTICED

T. ENGLISH MCCUTCHEN

(See above for address)

ATTORNEY TO BE NOTICED

W. JONES ANDREWS, JR

(See above for address)

ATTORNEY TO BE NOTICED

WILLIAM E HOPKINS, JR

(See above for address)

ATTORNEY TO BE NOTICED

WILLIAM CHARLES

MOORHOUSE

(See above for address)

ATTORNEY TO BE NOTICED

Plaintiff

JENNIFER BYRD

represented by **GREGORY PAUL HANSEL**

(See above for address)

LEAD ATTORNEY

ATTORNEY TO BE NOTICED

L. SUSAN FOXWORTH

(See above for address)

LEAD ATTORNEY

ATTORNEY TO BE NOTICED

RANDALL B. WEILL
(See above for address)
ATTORNEY TO BE NOTICED

ROBERT O. NEWTON
(See above for address)
ATTORNEY TO BE NOTICED

T. ENGLISH MCCUTCHEN
(See above for address)
ATTORNEY TO BE NOTICED

W. JONES ANDREWS, JR
(See above for address)
ATTORNEY TO BE NOTICED

WILLIAM E HOPKINS, JR
(See above for address)
ATTORNEY TO BE NOTICED

**WILLIAM CHARLES
MOORHOUSE**
(See above for address)
ATTORNEY TO BE NOTICED

Plaintiff

ROGER CROMWELL

represented by **GREGORY PAUL HANSEL**
(See above for address)
LEAD ATTORNEY
ATTORNEY TO BE NOTICED

L. SUSAN FOXWORTH
(See above for address)
LEAD ATTORNEY
ATTORNEY TO BE NOTICED

RANDALL B. WEILL
(See above for address)
ATTORNEY TO BE NOTICED

ROBERT O. NEWTON
(See above for address)
ATTORNEY TO BE NOTICED

T. ENGLISH MCCUTCHEN
(See above for address)

ATTORNEY TO BE NOTICED

W. JONES ANDREWS, JR

(See above for address)

ATTORNEY TO BE NOTICED

WILLIAM E HOPKINS, JR

(See above for address)

ATTORNEY TO BE NOTICED

WILLIAM CHARLES

MOORHOUSE

(See above for address)

ATTORNEY TO BE NOTICED

V.

Defendant

CIGNA CORPORATION

doing business as

CIGNA HEALTHCARE

represented by **CLIFFORD RUPRECHT**
PIERCE, ATWOOD LLP
ONE MONUMENT SQUARE
PORTLAND, ME 04101-1110
791-1100

JOHN J. AROMANDO

PIERCE, ATWOOD LLP
ONE MONUMENT SQUARE
PORTLAND, ME 04101-1110
791-1100

Defendant

HEALTHSOURCE INC, NEW

HAMPSHIRE

represented by **CLIFFORD RUPRECHT**
(See above for address)
ATTORNEY TO BE NOTICED

JOHN J. AROMANDO

(See above for address)
ATTORNEY TO BE NOTICED

Defendant

CIGNA HEALTHCARE OF

MAINE INC

represented by **CLIFFORD RUPRECHT**
(See above for address)
ATTORNEY TO BE NOTICED

JOHN J. AROMANDO
(See above for address)
ATTORNEY TO BE NOTICED

Defendant

**HEALTHSOURCE
MANAGEMENT INC**

represented by **CLIFFORD RUPRECHT**
(See above for address)
ATTORNEY TO BE NOTICED

JOHN J. AROMANDO
(See above for address)
ATTORNEY TO BE NOTICED

Defendant

**CIGNA HEALTHCARE OF NEW
HAMPSHIRE INC**

represented by **CLIFFORD RUPRECHT**
(See above for address)
ATTORNEY TO BE NOTICED

JOHN J. AROMANDO
(See above for address)
ATTORNEY TO BE NOTICED

Defendant

**CIGNA HEALTHCARE OF
SOUTH CAROLINA INC**

represented by **CLIFFORD RUPRECHT**
(See above for address)
ATTORNEY TO BE NOTICED

JOHN J. AROMANDO
(See above for address)
ATTORNEY TO BE NOTICED

Defendant

**CIGNA HEALTHCARE OF
INDIANA INC**

represented by **CLIFFORD RUPRECHT**
(See above for address)
ATTORNEY TO BE NOTICED

JOHN J. AROMANDO
(See above for address)
ATTORNEY TO BE NOTICED

Defendant

HEALTHSOURCE NEW YORK

represented by **CLIFFORD RUPRECHT**

INC

(See above for address)
ATTORNEY TO BE NOTICED

JOHN J. AROMANDO
(See above for address)
ATTORNEY TO BE NOTICED

Defendant

**HEALTHSOURCE NEW
YORK/NEW JERSEY INC**

represented by **CLIFFORD RUPRECHT**
(See above for address)
ATTORNEY TO BE NOTICED

JOHN J. AROMANDO
(See above for address)
ATTORNEY TO BE NOTICED

Defendant

HEALTHSOURCE OHIO INC

represented by **CLIFFORD RUPRECHT**
(See above for address)
ATTORNEY TO BE NOTICED

JOHN J. AROMANDO
(See above for address)
ATTORNEY TO BE NOTICED

Defendant

HEALTHSOURCE INC, OHIO

represented by **CLIFFORD RUPRECHT**
(See above for address)
ATTORNEY TO BE NOTICED

JOHN J. AROMANDO
(See above for address)
ATTORNEY TO BE NOTICED

Defendant

**HEALTHSOURCE KENTUCKY
INC**

represented by **CLIFFORD RUPRECHT**
(See above for address)
ATTORNEY TO BE NOTICED

JOHN J. AROMANDO
(See above for address)
ATTORNEY TO BE NOTICED

Defendant

**CIGNA HEALTHCARE OF
TEXAS INC**

represented by **CLIFFORD RUPRECHT**
(See above for address)
ATTORNEY TO BE NOTICED

JOHN J. AROMANDO
(See above for address)
ATTORNEY TO BE NOTICED

Defendant

HEALTHSOURCE INC, TEXAS

represented by **CLIFFORD RUPRECHT**
(See above for address)
ATTORNEY TO BE NOTICED

JOHN J. AROMANDO
(See above for address)
ATTORNEY TO BE NOTICED

Defendant

**HEALTHSOURCE ARKANSAS
INC**

represented by **CLIFFORD RUPRECHT**
(See above for address)
ATTORNEY TO BE NOTICED

JOHN J. AROMANDO
(See above for address)
ATTORNEY TO BE NOTICED

Defendant

**HEALTHSOURCE GEORGIA
INC**

represented by **CLIFFORD RUPRECHT**
(See above for address)
ATTORNEY TO BE NOTICED

JOHN J. AROMANDO
(See above for address)
ATTORNEY TO BE NOTICED

Defendant

**HEALTHSOURCE NORTH
CAROLINA INC**

represented by **CLIFFORD RUPRECHT**
(See above for address)
ATTORNEY TO BE NOTICED

JOHN J. AROMANDO
(See above for address)

ATTORNEY TO BE NOTICED

Defendant

**HEALTHSOURCE HEALTH
PLANS INC**

represented by **CLIFFORD RUPRECHT**
(See above for address)
ATTORNEY TO BE NOTICED

JOHN J. AROMANDO
(See above for address)
ATTORNEY TO BE NOTICED

Defendant

**HEALTHSOURCE INC,
DELAWARE**

represented by **CLIFFORD RUPRECHT**
(See above for address)
ATTORNEY TO BE NOTICED

JOHN J. AROMANDO
(See above for address)
ATTORNEY TO BE NOTICED

Defendant

**CIGNA HEALTHCARE OF
MASSACHUSETTS INC**

represented by **CLIFFORD RUPRECHT**
(See above for address)
ATTORNEY TO BE NOTICED

JOHN J. AROMANDO
(See above for address)
ATTORNEY TO BE NOTICED

Defendant

HEALTHSOURCE FLORIDA INC

represented by **CLIFFORD RUPRECHT**
(See above for address)
ATTORNEY TO BE NOTICED

JOHN J. AROMANDO
(See above for address)
ATTORNEY TO BE NOTICED

Defendant

**HEALTHSOURCE TENNESSEE
INC**

represented by **CLIFFORD RUPRECHT**
(See above for address)
ATTORNEY TO BE NOTICED

JOHN J. AROMANDO
(See above for address)
ATTORNEY TO BE NOTICED

Defendant

**HEALTHSOURCE RHODE
ISLAND INC**

represented by **CLIFFORD RUPRECHT**
(See above for address)
ATTORNEY TO BE NOTICED

JOHN J. AROMANDO
(See above for address)
ATTORNEY TO BE NOTICED

Defendant

**PROVIDENT HEALTH CARE
PLAN INC OF TENNESSEE**

represented by **CLIFFORD RUPRECHT**
(See above for address)
ATTORNEY TO BE NOTICED

JOHN J. AROMANDO
(See above for address)
ATTORNEY TO BE NOTICED

Defendant

**PROVIDENT HEALTH PLANS
INC**

represented by **CLIFFORD RUPRECHT**
(See above for address)
ATTORNEY TO BE NOTICED

JOHN J. AROMANDO
(See above for address)
ATTORNEY TO BE NOTICED

Defendant

**HEALTHSOURCE PROVIDENT
ADMINISTRATORS INC**

represented by **CLIFFORD RUPRECHT**
(See above for address)
ATTORNEY TO BE NOTICED

JOHN J. AROMANDO
(See above for address)
ATTORNEY TO BE NOTICED

Defendant

**HEALTHSOURCE INSURANCE
COMPANY**

represented by **CLIFFORD RUPRECHT**
(See above for address)
ATTORNEY TO BE NOTICED

JOHN J. AROMANDO
(See above for address)
ATTORNEY TO BE NOTICED

Defendant

**CIGNA HEALTHCARE
PREFERRED OF TENNESSEE
INC**

represented by **CLIFFORD RUPRECHT**
(See above for address)
ATTORNEY TO BE NOTICED

JOHN J. AROMANDO
(See above for address)
ATTORNEY TO BE NOTICED

Defendant

**CIGNA HEALTHCARE OF
TENNESSEE INC**

represented by **CLIFFORD RUPRECHT**
(See above for address)
ATTORNEY TO BE NOTICED

JOHN J. AROMANDO
(See above for address)
ATTORNEY TO BE NOTICED

Defendant

**CIGNA HEALTHCARE OF
NORTH CAROLINA
ADMINISTRATORS INC**

represented by **CLIFFORD RUPRECHT**
(See above for address)
ATTORNEY TO BE NOTICED

JOHN J. AROMANDO
(See above for address)
ATTORNEY TO BE NOTICED

Defendant

**PROVIDENT HEALTH CARE
PLAN INC OF NORTH
CAROLINA**

represented by **CLIFFORD RUPRECHT**
(See above for address)
ATTORNEY TO BE NOTICED

JOHN J. AROMANDO
(See above for address)
ATTORNEY TO BE NOTICED

Defendant

**CIGNA HEALTHCARE OF
NORTH CAROLINA INC**

represented by **CLIFFORD RUPRECHT**
(See above for address)
ATTORNEY TO BE NOTICED

JOHN J. AROMANDO
(See above for address)
ATTORNEY TO BE NOTICED

Defendant

**HEALTHSOURCE GEORGIA
PREFERRED INC**

represented by **CLIFFORD RUPRECHT**
(See above for address)
ATTORNEY TO BE NOTICED

JOHN J. AROMANDO
(See above for address)
ATTORNEY TO BE NOTICED

Defendant

**CIGNA HEALTHCARE OF
GEORGIA INC**

represented by **CLIFFORD RUPRECHT**
(See above for address)
ATTORNEY TO BE NOTICED

JOHN J. AROMANDO
(See above for address)
ATTORNEY TO BE NOTICED

Defendant

SPRADLEY & COKER INC

represented by **CLIFFORD RUPRECHT**
(See above for address)
ATTORNEY TO BE NOTICED

JOHN J. AROMANDO
(See above for address)
ATTORNEY TO BE NOTICED

Defendant

**HEALTHSOURCE ARKANSAS
VENTURES INC**

represented by **CLIFFORD RUPRECHT**
(See above for address)
ATTORNEY TO BE NOTICED

JOHN J. AROMANDO
(See above for address)
ATTORNEY TO BE NOTICED

Defendant

**CIGNA HEALTHCARE
PREFERRED OF ARKANSAS
INC**

represented by **CLIFFORD RUPRECHT**
(See above for address)
ATTORNEY TO BE NOTICED

JOHN J. AROMANDO
(See above for address)
ATTORNEY TO BE NOTICED

Defendant

**CIGNA HEALTHCARE OF
ARKANSAS INC**

represented by **CLIFFORD RUPRECHT**
(See above for address)
ATTORNEY TO BE NOTICED

JOHN J. AROMANDO
(See above for address)
ATTORNEY TO BE NOTICED

Defendant

**HEALTHSOURCE NORTH
TEXAS INC**

represented by **CLIFFORD RUPRECHT**
(See above for address)
ATTORNEY TO BE NOTICED

JOHN J. AROMANDO
(See above for address)
ATTORNEY TO BE NOTICED

Defendant

**HEALTHSOURCE KENTUCKY
PREFERRED INC**

represented by **CLIFFORD RUPRECHT**
(See above for address)
ATTORNEY TO BE NOTICED

JOHN J. AROMANDO
(See above for address)
ATTORNEY TO BE NOTICED

Defendant

HEALTHSOURCE KENTUCKY

represented by **CLIFFORD RUPRECHT**

VENTURES INC

(See above for address)
ATTORNEY TO BE NOTICED

JOHN J. AROMANDO
(See above for address)
ATTORNEY TO BE NOTICED

Defendant

**CIGNA HEALTHCARE OF
KENTUCKY INC**

represented by **CLIFFORD RUPRECHT**
(See above for address)
ATTORNEY TO BE NOTICED

JOHN J. AROMANDO
(See above for address)
ATTORNEY TO BE NOTICED

Defendant

**HEALTHSOURCE OHIO
VENTURES INC**

represented by **CLIFFORD RUPRECHT**
(See above for address)
ATTORNEY TO BE NOTICED

JOHN J. AROMANDO
(See above for address)
ATTORNEY TO BE NOTICED

Defendant

**CIGNA HEALTHCARE
PREFERRED OF OHIO INC**

represented by **CLIFFORD RUPRECHT**
(See above for address)
ATTORNEY TO BE NOTICED

JOHN J. AROMANDO
(See above for address)
ATTORNEY TO BE NOTICED

Defendant

**CIGNA HEALTHCARE OF OHIO
INC**

represented by **CLIFFORD RUPRECHT**
(See above for address)
ATTORNEY TO BE NOTICED

JOHN J. AROMANDO
(See above for address)
ATTORNEY TO BE NOTICED

Defendant

**HEALTHSOURCE
METROPOLITAN NEW YORK
HOLDING COMPANY INC**

represented by **CLIFFORD RUPRECHT**
(See above for address)
ATTORNEY TO BE NOTICED

JOHN J. AROMANDO
(See above for address)
ATTORNEY TO BE NOTICED

Defendant

**HEALTHSOURCE SYRACUSE
INC**

represented by **CLIFFORD RUPRECHT**
(See above for address)
ATTORNEY TO BE NOTICED

JOHN J. AROMANDO
(See above for address)
ATTORNEY TO BE NOTICED

Defendant

**CIGNA HEALTHCARE
PREFERRED OF NEW YORK
INC**

represented by **CLIFFORD RUPRECHT**
(See above for address)
ATTORNEY TO BE NOTICED

JOHN J. AROMANDO
(See above for address)
ATTORNEY TO BE NOTICED

Defendant

**CIGNA HEALTHCARE OF NEW
YORK INC**

represented by **CLIFFORD RUPRECHT**
(See above for address)
ATTORNEY TO BE NOTICED

JOHN J. AROMANDO
(See above for address)
ATTORNEY TO BE NOTICED

Defendant

**HEALTHSOURCE
CONNECTICUT VENTURES INC**

represented by **CLIFFORD RUPRECHT**
(See above for address)
ATTORNEY TO BE NOTICED

JOHN J. AROMANDO
(See above for address)

ATTORNEY TO BE NOTICED

Defendant

**HEALTHSOURCE
CONNECTICUT PREFERRED
INC**

represented by **CLIFFORD RUPRECHT**
(See above for address)
ATTORNEY TO BE NOTICED

JOHN J. AROMANDO
(See above for address)
ATTORNEY TO BE NOTICED

Defendant

**CIGNA HEALTHCARE OF
CONNECTICUT INC**

represented by **CLIFFORD RUPRECHT**
(See above for address)
ATTORNEY TO BE NOTICED

JOHN J. AROMANDO
(See above for address)
ATTORNEY TO BE NOTICED

Defendant

**CIGNA INDIANA INSURANCE
COMPANY**

represented by **CLIFFORD RUPRECHT**
(See above for address)
ATTORNEY TO BE NOTICED

JOHN J. AROMANDO
(See above for address)
ATTORNEY TO BE NOTICED

Defendant

HEALTHSOURCE INDIANA INC

represented by **CLIFFORD RUPRECHT**
(See above for address)
ATTORNEY TO BE NOTICED

JOHN J. AROMANDO
(See above for address)
ATTORNEY TO BE NOTICED

Defendant

**PROVIDENT HEALTH CARE
PLAN INC OF SOUTH
CAROLINA**

represented by **CLIFFORD RUPRECHT**
(See above for address)
ATTORNEY TO BE NOTICED

JOHN J. AROMANDO
(See above for address)
ATTORNEY TO BE NOTICED

Defendant

**PHYSICIANS HEALTH
SYSTEMS INC**

represented by **CLIFFORD RUPRECHT**
(See above for address)
ATTORNEY TO BE NOTICED

JOHN J. AROMANDO
(See above for address)
ATTORNEY TO BE NOTICED

Defendant

**CIGNA INSURANCE SERVICES
COMPANY**

represented by **CLIFFORD RUPRECHT**
(See above for address)
ATTORNEY TO BE NOTICED

JOHN J. AROMANDO
(See above for address)
ATTORNEY TO BE NOTICED

Defendant

**CIGNA HEALTHCARE
PREFERRED OF NEW
HAMPSHIRE INC**

represented by **CLIFFORD RUPRECHT**
(See above for address)
ATTORNEY TO BE NOTICED

JOHN J. AROMANDO
(See above for address)
ATTORNEY TO BE NOTICED

Defendant

**HEALTHSOURCE MAINE
MANAGEMENT INC**

represented by **CLIFFORD RUPRECHT**
(See above for address)
ATTORNEY TO BE NOTICED

JOHN J. AROMANDO
(See above for address)
ATTORNEY TO BE NOTICED

Defendant

**CIGNA HEALTHCARE
PREFERRED OF MAINE INC**

represented by **CLIFFORD RUPRECHT**
(See above for address)
ATTORNEY TO BE NOTICED

JOHN J. AROMANDO
(See above for address)
ATTORNEY TO BE NOTICED

Defendant

KILMOYLAR CORPORATION

represented by **CLIFFORD RUPRECHT**
(See above for address)
ATTORNEY TO BE NOTICED

JOHN J. AROMANDO
(See above for address)
ATTORNEY TO BE NOTICED

Defendant

**EMPLOYEE BENEFIT PLAN
ADMINISTRATION INC**

Defendant

HEALTHSOURCE SOUTH INC

represented by **CLIFFORD RUPRECHT**
(See above for address)
ATTORNEY TO BE NOTICED

JOHN J. AROMANDO
(See above for address)
ATTORNEY TO BE NOTICED

Defendant

**HEALTHSOURCE EMPLOYER
SERVICES INC**

represented by **CLIFFORD RUPRECHT**
(See above for address)
ATTORNEY TO BE NOTICED

JOHN J. AROMANDO
(See above for address)
ATTORNEY TO BE NOTICED

Defendant

**HEALTHSOURCE CORPORATE
SERVICES INC**

represented by **CLIFFORD RUPRECHT**
(See above for address)

ATTORNEY TO BE NOTICED

JOHN J. AROMANDO

(See above for address)

ATTORNEY TO BE NOTICED

Defendant

**CIGNA INSURANCE GROUP
INC**

represented by **CLIFFORD RUPRECHT**

(See above for address)

ATTORNEY TO BE NOTICED

JOHN J. AROMANDO

(See above for address)

ATTORNEY TO BE NOTICED

Defendant

**CIGNA HEALTH
CORPORATION**

represented by **CLIFFORD RUPRECHT**

(See above for address)

ATTORNEY TO BE NOTICED

JOHN J. AROMANDO

(See above for address)

ATTORNEY TO BE NOTICED

Defendant

**CONNECTICUT GENERAL
CORPORATION**

represented by **CLIFFORD RUPRECHT**

(See above for address)

ATTORNEY TO BE NOTICED

JOHN J. AROMANDO

(See above for address)

ATTORNEY TO BE NOTICED

Defendant

CIGNA HOLDINGS INC

represented by **CLIFFORD RUPRECHT**

(See above for address)

ATTORNEY TO BE NOTICED

JOHN J. AROMANDO

(See above for address)

ATTORNEY TO BE NOTICED